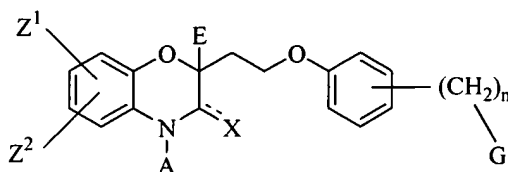


**Listing of Claims:**

This listing of claims will replace all prior versions, and listings, of claims in the application:

1. (currently amended) A compound of Formula (I):



**I**

or an optical isomer, enantiomer, diastereomer, racemate or racemic mixture thereof, ester, prodrug form, or a pharmaceutically acceptable salt thereof, wherein

A is selected from aryl, heterocyclyl, and C<sub>1</sub>-C<sub>10</sub> alkyl, said aryl, heterocyclyl, and C<sub>1</sub>-C<sub>10</sub> alkyl being optionally substituted with one or more members selected from the group consisting of halogen, OH, aryl, C<sub>3</sub>-C<sub>8</sub> cycloalkyl, C<sub>1</sub>-C<sub>10</sub> alkyl substituted with a halogen, C<sub>1</sub>-C<sub>10</sub> alkyl ether, heterocyclyl, carbonyl, oxime, -N(R<sup>1</sup>)(SO<sub>2</sub>R), -C(NNR<sup>3</sup>R<sup>4</sup>)R<sup>1</sup>, -COOR<sup>1</sup>, -CONR<sup>1</sup>R<sup>2</sup>, -OC(O)R<sup>1</sup>, -OC(O)OR<sup>1</sup>, -OC(O)NR<sup>1</sup>R<sup>2</sup>, -NR<sup>1</sup>R<sup>2</sup>, -NR<sup>3</sup>C(O)R<sup>1</sup>, -NR<sup>3</sup>C(O)OR<sup>1</sup>, and -NR<sup>3</sup>C(O)NR<sup>1</sup>R<sup>2</sup>, wherein

R is selected from C<sub>1</sub>-C<sub>6</sub> alkyl, trifluoromethyl, phenyl, and substituted phenyl;

R<sup>1</sup> and R<sup>2</sup> are independently selected from hydrogen, C<sub>1</sub>-C<sub>10</sub> alkyl, aryl, heterocyclyl, and alkylaryl, or R<sup>1</sup> and R<sup>2</sup> may be taken together to form a 5- to 10-member ring; and

R<sup>3</sup> and R<sup>4</sup> are independently selected from hydrogen, C<sub>1</sub>-C<sub>10</sub> alkyl, aryl, heterocyclyl, alkylaryl, -C(O)R<sup>1</sup>, or -C(O)NR<sup>1</sup>R<sup>2</sup>;

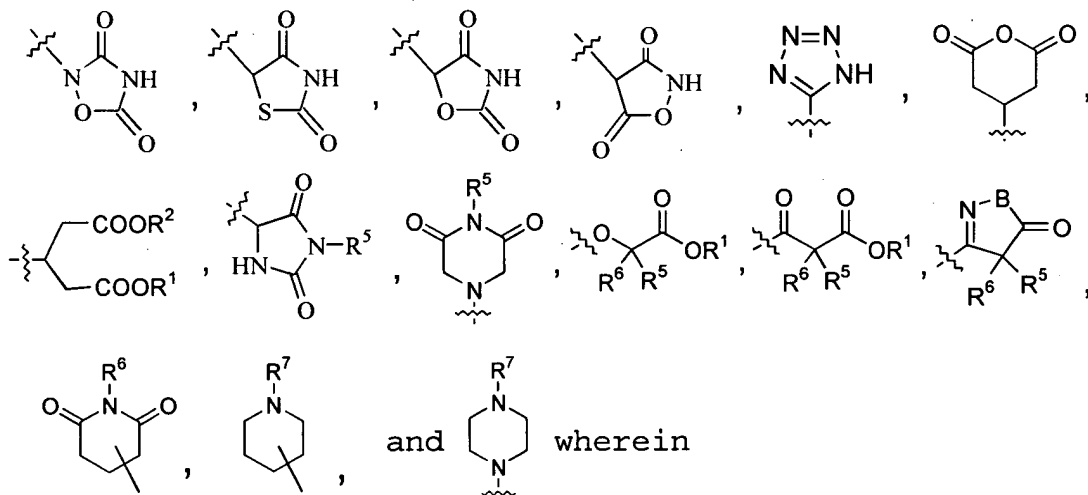
Z<sup>1</sup> is selected from hydrogen, C<sub>1</sub>-C<sub>6</sub> alkyl, aryl, heterocyclyl, COOR<sup>1</sup>, CONR<sup>1</sup>R<sup>2</sup>, OH, C<sub>1</sub>-C<sub>6</sub> alkyl ether, -OC(O)R<sup>1</sup>, -OC(O)OR<sup>1</sup>, -OC(O)NR<sup>1</sup>R<sup>2</sup>, -NR<sup>1</sup>R<sup>2</sup>, -NR<sup>3</sup>C(O)R<sup>1</sup>, -NR<sup>3</sup>C(O)OR<sup>1</sup>, -NR<sup>3</sup>C(O)NR<sup>1</sup>R<sup>2</sup>, halogen, -C(O)R<sup>1</sup>, -C(NR<sup>3</sup>)R<sup>1</sup>, -C(NOR<sup>3</sup>)R<sup>1</sup>, and -C(NNR<sup>3</sup>R<sup>4</sup>)R<sup>1</sup>;

$Z^2$  is selected from hydrogen, halogen,  $C_1$ - $C_6$  alkyl;

$Z^1$  and  $Z^2$  may together form a fused aromatic ring;

$n$  is an integer from 0 to 3;

$G$  is selected from  $-COOR^1$ ,  $-C(O)COOR^1$ ,  $-CONR^1R^2$ ,  $-CF_3$ ,  $-P(O)(OR^1)(OR^2)$ ,  $-S-R^8$ ,  $-O-R^8$ ,



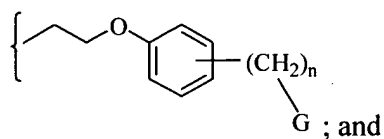
$R^5$  and  $R^6$  are independently hydrogen or  $C_1$ - $C_6$  alkyl;

$R^7$  is hydrogen,  $C_1$ - $C_6$  alkyl, or  $-C(O)R^5$ ;

$R^8$  is selected from the group consisting of hydrogen,  $C_1$ - $C_6$  alkyl, and substituted  $C_1$ - $C_6$  alkyl; and

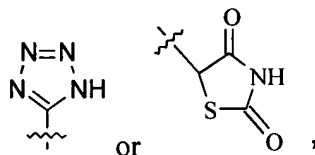
$B$  is oxygen or  $-NR^5$ ;

$E$  is selected from hydrogen,  $C_1$ - $C_6$  alkyl and a moiety of the formula

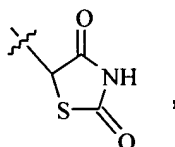


$X$  is hydrogen or oxygen, with the proviso that

when E is hydrogen and G is -COOH, -COOCH<sub>3</sub>, or a moiety of the formula of



A is selected from the group consisting of aryl, heterocyclyl, substituted C<sub>1</sub>-C<sub>6</sub> alkyl and C<sub>7</sub>-C<sub>10</sub> alkyl, provided that when X is hydrogen, n is 1 and G is a moiety of the formula of



A is selected from the group consisting of heterocyclyl, and C<sub>7</sub>-C<sub>10</sub> alkyl.

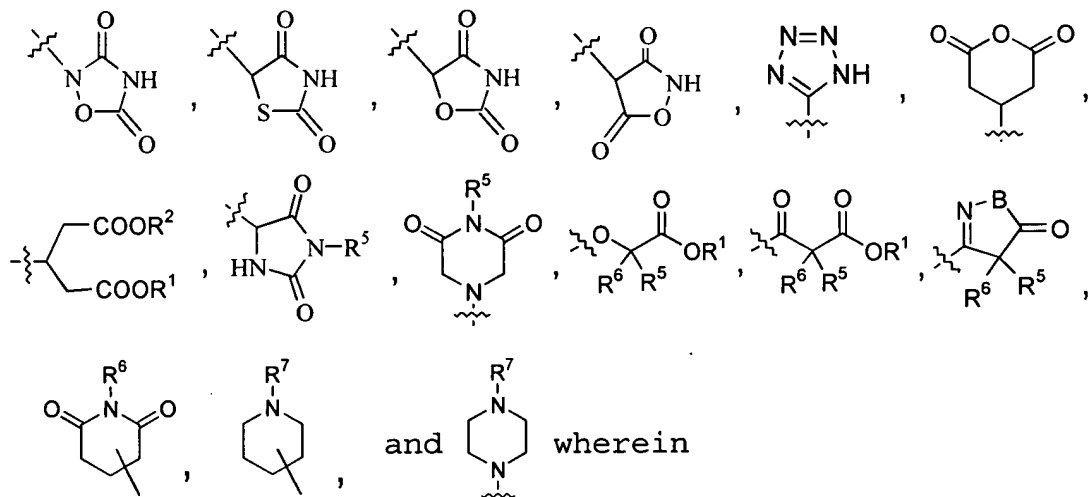
## 2. (Currently amended) A compound of Claim 1 wherein

A is selected from aryl, heterocyclyl, and C<sub>1</sub>-C<sub>10</sub> alkyl, said aryl, heterocyclyl, and C<sub>1</sub>-C<sub>10</sub> alkyl being optionally substituted with one or more members selected from the group consisting of halogen, OH, aryl, C<sub>3</sub>-C<sub>8</sub> cycloalkyl, C<sub>1</sub>-C<sub>10</sub> alkyl substituted with a halogen, C<sub>1</sub>-C<sub>10</sub> alkyl ether, heterocyclyl, carbonyl, oxime, -C(NNR<sup>3</sup>R<sup>4</sup>)R<sup>1</sup>, -COOR<sup>1</sup>, -CONR<sup>1</sup>R<sup>2</sup>, -OC(O)R<sup>1</sup>, -OC(O)OR<sup>1</sup>, -OC(O)NR<sup>1</sup>R<sup>2</sup>, -NR<sup>1</sup>R<sup>2</sup>, -NR<sup>3</sup>C(O)R<sup>1</sup>, -NR<sup>3</sup>C(O)OR<sup>1</sup>, and -NR<sup>3</sup>C(O)NR<sup>1</sup>R<sup>2</sup>, wherein

R<sup>1</sup> and R<sup>2</sup> are independently selected from hydrogen, C<sub>1</sub>-C<sub>10</sub> alkyl, aryl, heterocyclyl, and alkylaryl, or R<sup>1</sup> and R<sup>2</sup> may be taken together to form a 5- to 10-member ring; and  
R<sup>3</sup> and R<sup>4</sup> are independently selected from hydrogen, C<sub>1</sub>-C<sub>10</sub> alkyl, aryl, heterocyclyl, alkylaryl, -C(O)R<sup>1</sup>, or -C(O)NR<sup>1</sup>R<sup>2</sup>;

and

G is selected from  $-\text{COOR}^1$ ,  $-\text{C(O)COOR}^1$ ,  $-\text{CONR}^1\text{R}^2$ ,  $-\text{CF}_3$ ,  $-\text{P(O)(OR}^1)(\text{OR}^2)$ ,  $-\text{S}-\text{R}^8$ ,



$\text{R}^5$  and  $\text{R}^6$  are independently hydrogen or  $\text{C}_1\text{-C}_6$  alkyl;

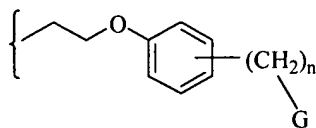
$\text{R}^7$  is hydrogen,  $\text{C}_1\text{-C}_6$  alkyl, or  $-\text{C(O)R}^5$ ;

$\text{R}^8$  is selected from the group consisting of hydrogen,  $\text{C}_1\text{-C}_6$  alkyl, and substituted  $\text{C}_1\text{-C}_6$  alkyl; and

B is oxygen or  $-\text{NR}^5$ .

3. (original) A compound of Claim 1 wherein X is oxygen.

4. (original) A compound of Claim 1 wherein E is  $\text{C}_1\text{-C}_6$  alkyl or a moiety of the formula



wherein G and n are as claimed in Claim 1.

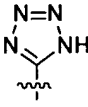
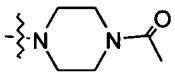
5. (original) A compound of Claim 1 wherein A is optionally substituted  $\text{C}_1\text{-C}_6$  alkyl or optionally substituted aryl.

6. (original) A compound of Claim 5 wherein A is substituted  $\text{C}_1\text{-C}_6$  alkyl and G is  $-\text{COOH}$  or  $-\text{COOCH}_3$ .

7. (original) A compound of Claim 1 wherein

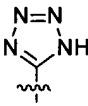
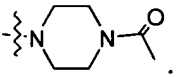
A is optionally substituted C<sub>1</sub>-C<sub>6</sub> alkyl or optionally substituted aryl;

X is oxygen; and

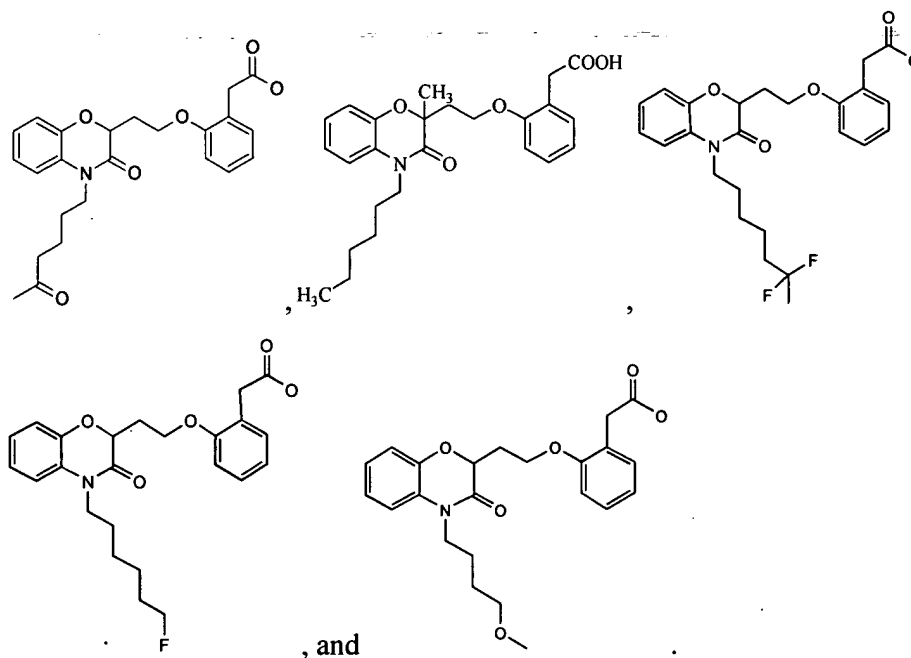
G is selected from -COOR<sup>1</sup>, -CONR<sup>1</sup>R<sup>2</sup>, -CF<sub>3</sub>, , -P(O)(OR<sup>1</sup>)(OR<sup>2</sup>), -S-R<sup>8</sup>, -O-R<sup>8</sup>, and .

8. (original) A compound of Claim 7 wherein

A is C<sub>1</sub>-C<sub>6</sub> alkyl or aryl, said C<sub>1</sub>-C<sub>6</sub> alkyl or aryl being optionally substituted with one or more members selected from the group consisting of halogen, OH, aryl, C<sub>3</sub>-C<sub>8</sub> cycloalkyl, C<sub>1</sub>-C<sub>10</sub> alkyl substituted with a halogen, C<sub>1</sub>-C<sub>10</sub> alkyl ether, heterocyclyl, carbonyl, oxime, -C(NNR<sup>3</sup>R<sup>4</sup>)R<sup>1</sup>, -COOR<sup>1</sup>, -CONR<sup>1</sup>R<sup>2</sup>, -OC(O)R<sup>1</sup>, -OC(O)OR<sup>1</sup>, -OC(O)NR<sup>1</sup>R<sup>2</sup>, -NR<sup>1</sup>R<sup>2</sup>, -NR<sup>3</sup>C(O)R<sup>1</sup>, -NR<sup>3</sup>C(O)OR<sup>1</sup>, and -NR<sup>3</sup>C(O)NR<sup>1</sup>R<sup>2</sup>; and

G is selected from -COOR<sup>1</sup>, -CONR<sup>1</sup>R<sup>2</sup>, -CF<sub>3</sub>, , -P(O)(OR<sup>1</sup>)(OR<sup>2</sup>), -S-R<sup>8</sup>, and .

9. (original) A compound of Claim 1 which is selected from



10. (original) A pharmaceutical composition comprising a compound of Claim 1 and a pharmaceutically acceptable carrier.

11. (original) A method of treating a subject suffering from a disorder in glucose and lipid metabolism, which comprises administering to the subject a therapeutically effective amount of a compound of Claim 1.

12. (original) A method of inhibiting in a subject the onset of a disorder in glucose and lipid metabolism, which comprises administering to the subject a prophylactically effective dose of a compound according to Claim 1.

13. (original) A method of Claim 11 or 12 wherein said disorder is a condition of reduced insulin sensitivity.

14. (currently amended) A method of Claim 13 wherein said condition of reduced insulin sensitivity is Non-Insulin Dependent Diabetes Mellitus.

15. (currently amended) A method of Claim 11 or 12 wherein said disorder is selected from Non-Insulin Dependent Diabetes Mellitus, obesity, nephropathy, neuropathy,

retinopathy, atherosclerosis, polycystic ovary syndrome, ischemia, hypertension, stroke, and heart disease.

16. (currently amended) A method of Claim 15 wherein said condition is Non-Insulin Dependent Diabetes Mellitus.

17. (original) A method of Claim 15 wherein said condition is obesity.

18. (original) A method of Claim 15 wherein said condition is hypertension.

19. (original) A process for making a pharmaceutical composition comprising mixing any of the compounds according to Claim 1 and a pharmaceutically acceptable carrier.